

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORP. and  
LAW DEBENTURE TRUST COMPANY OF  
NEW YORK,

Plaintiffs,

v.

NORTHWESTERN CORPORATION,

Defendants.

C.A. No. 04-1494-JJF

MAGTEN ASSET MANAGEMENT  
CORPORATION,

Plaintiff,

v.

MICHAEL J. HANSON and ERNIE J. KINDT,

Defendants.

C.A. No. 05-499-JJF

AFFIDAVIT OF MICHAEL J. HANSON

STATE OF SOUTH DAKOTA )

:ss

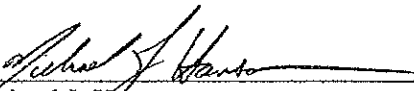
County of Minnehaha )

MICHAEL J. HANSON, first being duly sworn upon his oath deposes and says:

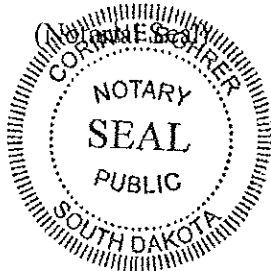
1. I live in Lincoln County near Sioux Falls, South Dakota.
2. I am a defendant in the above-captioned matter.
3. Upon information and belief, during 2002 and 2003, NorthWestern Corporation employed three law firms – Jones Day, Gibson, Dunn & Crutcher LLP and Paul, Hastings, Janofsky & Walker, LLP – to conduct internal investigations of NorthWestern regarding its accounting and reporting practices.
4. On or about November 14, 2002, I was interviewed by Charles Kennedy of Jones Day, in connection with an internal investigation of NorthWestern Corporation.


5. On or about March 26, 2003, I was interviewed by Thomas Pollack of Paul, Hastings, Janofsky & Walker LLP, in connection with an internal investigation of NorthWestern Corporation.
6. On or about April 10, 2003, I provided Paul, Hastings, Janofsky & Walker LLP with a signed declaration regarding Richard Hylland's conduct.
7. I was not interviewed in connection with an internal investigation of NorthWestern Corporation conducted by Gibson, Dunn & Crutcher LLP.
8. To the best of my knowledge, the investigations of Jones Day, Gibson, Dunn & Crutcher LLP and Paul, Hastings, Janofsky & Walker LLP found no wrongdoing on my part associated with the going flat transaction which occurred on November 15, 2002 or relating to any financial disclosures, misstatements or omissions of NorthWestern or any other matter.
9. In approximately December, 2005, I was interviewed by the Securities and Exchange Commission ("SEC") regarding NorthWestern's accounting and reporting practices.
10. To the best of my knowledge, I was never officially investigated by the SEC with respect to NorthWestern's accounting and reporting practices or any other matters.
11. I was never charged with any crimes or violations by the SEC with respect to NorthWestern's accounting and reporting practices or any other matters.

Further your affiant sayeth not.

  
Michael J. Hanson

Subscribed and sworn to before me this 28th day of November, 2007.



  
Notary Public for the State of South Dakota  
Printed Name Corinne Bohrer  
Residing at: 125 S. Dakota Ave  
My Commission Expires: 1/30/09

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that on November 30, 2007, the attached **AFFIDAVIT OF MICHAEL J. HANSON** was electronically filed with the Clerk of the Court using CM/ECF which will send notification of such filing(s) to the following counsel of record:

Victoria Watson Counihan, Esquire  
Greenberg Traurig, LLP

Dale R. Dube, Esquire  
Blank Rome LLP

Kathleen M. Miller, Esquire  
Smith, Katzenstein & Furlow LLP

In addition, the undersigned forwarded a copy of same in the manner indicated below to:

**BY E-MAIL AND HAND-DELIVERY**

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**BY E-MAIL AND FIRST-CLASS MAIL**

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/s/ Denise Seastone Kraft

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